

F03000005404

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DIVISION OF CORPORATIONS
2005 JAN 14 AM 9:35

N/C

28
1/20

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: BLUE BAY INVESTMENTS, INC. DOING BUSINESS IN FLORIDA AS
(Name of corporation) BLUE BAY RESIDENCES, INC.

DOCUMENT NUMBER: F03000005404

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

TERESA M. CLARK
(Name of person)

BBR COMMERCIAL REALTY, INC.
(Name of firm/company)

11912 RACE TRACK ROAD
(Address)

TAMPA, FLORIDA 33626
(City/state and zip code)

For further information concerning this matter, please call:

TERESA CLARK at (727) 492-9777
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F03000005404
(Document number of corporation (if known))

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
2005 JAN 14 AM 9:35

1. BLUE BAY INVESTMENTS, INC. DOING BUSINESS IN FLORIDA AS BLUE BAY RESIDENCES, INC.
(Name of corporation as it appears on the records of the Department of State)
2. DELAWARE (Incorporated under laws of)
3. 3/17/04 (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 11/23/04

5. BBR COMMERCIAL REALTY, INC.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

_____ (New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

_____ (New jurisdiction)

Teresa M. Clark
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)
TERESA M. CLARK
(Typed or printed name of person signing)

1/11/05
(Date)
VICE PRESIDENT
(Title of person signing)

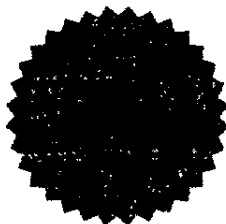
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BLUE BAY INVESTMENTS, INC.", CHANGING ITS NAME FROM "BLUE BAY INVESTMENTS, INC." TO "BBR COMMERCIAL REALTY, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF NOVEMBER, A.D. 2004, AT 8 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3571732 8100

040845926

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3540433

DATE: 12-11-04

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of BLUE BAY INVESTMENTS, INC.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "1" so that, as amended, said Article shall be and read as follows:

BBR COMMERCIAL REALTY, INC.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 11th day of NOVEMBER, 2004.

By: [Signature]

Authorized Officer

Title: PRESIDENT

Name: JEAN-LEO GROS

Print or Type